

# **EXHIBIT A**

IN THE UNITED STATES DISTRICT COURT  
IN AND FOR THE DISTRICT OF DELAWARE

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DAVIS INTERNATIONAL, LLC, HOLDEX, LLC, : Civil Action  
FOSTON MANAGEMENT, LTD., and :  
OMNI TRUSTHOUSE, LTD. :  
Plaintiffs, :

V. :

NEW START GROUP CORP., VENITOM CORP. :  
PAN-AMERICAN CORP., MDM BANK :  
URAL-GORNO METALURAGICAL COMPANY :  
EVRAZ HOLDING, MIKHAIL CHERNOI, :  
OLEG DERIPASKA, ARNOLD KISLIN :  
MIKHAIL NEKRICH, and ISKANDER :  
MAKMUDOV, :

Defendants. :

No. 04-1482-GMS

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DAVIS INTERNATIONAL, LLC, : Civil Action  
HOLDEX, LLC, FOSTON :  
MANAGEMENT, LTD., and :  
OMNI TRUSTHOUSE, LTD. :  
Plaintiffs, :

V. :

NEW START GROUP CORP., :  
VENITOM CORP., PAN-AMERICAN :  
CORP., MDM BANK, URAL-GORNO :  
METALURAGICAL COMPANY, :  
EVRAZ HOLDING, MIKHAIL CHERNOI :  
OLEG DERIPASKA, ARNOLD KISLIN :  
MIKHAIL NEKRICH, and ISKANDER :  
MAKMUDOV, :

Defendants. :

No. 04-1483-GMS

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Wilmington, Delaware  
Wednesday, April 13, 2005  
2:00 p.m.  
Telephone Conference

BEFORE: HONORABLE GREGORY M. SLEET, U.S.D.C.J.

1 whether you have the right to stay in front of that forum.  
2 And they, following the rules, the defendants, said, no,  
3 this is not where this matter should be litigated, it should  
4 be litigated a federal forum. After all, there is a federal  
5 question. You did not file that motion to remand this  
6 matter to the Court of Chancery here in Delaware.

7 MR. MARKS: Because our position is if they have  
8 chosen this Court, they shouldn't be able to say it is  
9 inconvenient. They chose it. We didn't.

10 THE COURT: No. They may have chosen this forum  
11 because they wanted the opportunity to do just what they are  
12 doing and say, Judge, this has already been decided in  
13 Federal Court, you need to throw it out.

14 MR. MARKS: What's the point of that, Your  
15 Honor? We file in state court again.

16 THE COURT: You could stay on that  
17 merry-go-round forever, I guess.

18 MR. MARKS: I think the import of the Supreme  
19 Court case is that you can't have this merry-go-round. If  
20 defendants decide they don't want to be in Federal Court, so  
21 be it. Then we have a right to litigate it in state court.

22 THE COURT: Ms. Cohen, what do you say to that?  
23 The plaintiff is arguing that you are defeating your own  
24 interests, essentially, by continuing to remove.

25 MS. COHEN: Your Honor, two things. I think Mr.